

Execution Version

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al.,

Case No. 08-13555 (JMP)

(Jointly Administered)

Debtors.

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

HBK Master Fund L.P.

Name of Transferee

Name of Transferor

Name and Address where notices to transferee should be sent:

Court Claim # (if known): _____

Amount of Claim as Filed: _____

Amount of Claim Transferred: _____

Date Claim Filed: _____

Debtor: _____

HBK Master Fund L.P.
c/o HBK Services LLC
2101 Cedar Springs Road, Suite 700
Dallas, TX 75201
Attention: Legal Department
FAX: 214-758-1207

Phone: _____

Phone: _____

Last Four Digits of Acct #: _____

Last Four Digits of Acct. #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____

Phone: _____

Last Four Digits of Acct #: _____

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I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: _____ Date: _____
Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 Y.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Goldman Sachs Lending Partners LLC ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to HBK Master Fund L.P. ("Purchaser") an undivided interest in **\$3,600,000.00** of Seller's right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Special Financing Inc. (the "Debtor"), the debtor in Case No. 08-13888 pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), which is jointly administered under Lehman Brothers Holdings Inc. in Case No. 08-13555 (JMP) (the "Proceedings"), and the relevant portion of any and all proofs of claim, in each case as evidenced by Proof of Claim No. 66653 (which amended claim number 14213) (the "Claim"), filed with the Bankruptcy Court in respect of the Claim. The Claim was transferred to Seller as evidenced by Docket Number 10664 in the Proceedings.

Seller hereby waives any objection to the transfer of the Claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law with respect to such transfer. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing Claim, recognizing Purchaser as the sole owner and holder of the Claim, and directing that all payments or distributions of money or property in respect of the Claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM is executed this day of , 2010.

GOLDMAN SACHS LENDING PARTNERS LLC ✓

By: _____
Name: _____
Title: _____

Wendy Myers
Authorized Signatory

HBK MASTER FUND L.P. ✓

By: _____
Name: _____
Title: _____

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GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name:
Title:

HBK MASTER FUND L.P. By: HBK Services LLC
Investment Advisor

By: _____
Name:
Title: 
J. Baker Gentry, Jr.
Authorized Signatory

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Southern District of New York

In re Lehman Brothers Holdings Inc., et al.,
Debtors.

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HBK Master Fund L.P.

Name of Transferee

Name and Address where notices to transferee should be sent:

HBK Master Fund L.P.
c/o HBK Services LLC
2101 Cedar Springs Road, Suite 700
Dallas, TX 75201
Attention: Legal Department
FAX: 214-758-1207

Phone: _____
Last Four Digits of Acct #: _____

Name and Address where transferee payments should be sent (if different from above):

Phone: _____
Last Four Digits of Acct #: _____

Goldman Sachs Lending Partners LLC

Name of Transferor

Court Claim # (if known): 66655
(which claim amended claim number 14212)

Amount of Claim as Filed: 264,000,000.00
Amount of Claim Transferred: 3,600,000.00
Date Claim Filed: May 20, 2010
Debtor: Lehman Brothers Holdings Inc.

Phone: _____
Last Four Digits of Acct #: _____

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I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ J.R. Smith _____ Date: 11/22/2010
Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 Y.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

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Seller hereby waives any objection to the transfer of the Claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law with respect to such transfer. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing Claim, recognizing Purchaser as the sole owner and holder of the Claim, and directing that all payments or distributions of money or property in respect of the Claim be delivered or made to Purchaser.

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GOLDMAN SACHS LENDING PARTNERS LLC ✓

By: _____

Name: _____

Title: _____

Wendy Myers
Authorized Signatory

HBK MASTER FUND L.P. ✓

By: _____

Name: _____

Title: _____

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By: _____
Name:
Title:

HBK MASTER FUND L.P.

By: HBK Services LLC
Investment Advisor

By: _____
Name:
Title:



J. Baker Bentley, Jr.
Authorized Signatory